



Old Boys' Association
Christ Church Grammar School

**RULES OF
CHRIST CHURCH GRAMMAR SCHOOL
OLD BOYS' ASSOCIATION (INC)**

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NAME OF THE ASSOCIATION

1. The name of the Association is “Christ Church Grammar School Old Boys’ Association (Inc)”.

DEFINITIONS

2. In these Rules, unless the contrary intention appears:

Absolute Majority means more than one half of the whole Committee of the Association;

Act means the *Associations Incorporation Act 2015 (WA)*;

Annual General Meeting means the meeting convened under Rule 26;

Associate Member means a person accepted as an associate member of the Association under Rule 6(b);

Association means Christ Church Grammar School Old Boys’ Association (Inc);

Books, of the Association, includes the following:

- (a) a register;
- (b) Financial Records, Financial Statements or financial reports, however compiled, recorded or stored;
- (c) a document; and
- (d) any other record of information;

relating to the financial affairs of the Association;

Chairperson means the President or in the President’s absence a Vice President;

Commissioner means the Commissioner for Consumer Protection exercising powers under the Act;

Committee means the management committee of the Association;

Committee Meeting means a meeting of the Committee;

Committee Member means a member of the Committee referred to in Rule 15(a);

Fellow means a person elected as a fellow of the Association under Rule 10;

Financial Records includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which Financial Statements are prepared; and
 - (ii) adjustments to be made in preparing Financial Statements;

Financial Statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

Financial Year, of the Association, has the meaning given in Rule 41;

Fund means a Bursary or Scholarship Fund as provided for in Rules 43 to 49;

General Meeting means a meeting of the Association to which all Members are invited;

Honorary Life Member means a person elected to honorary life membership of the Association under Rule 9;

Life Member means a person who becomes entitled to life membership of the Association under Rule 8;

Member means a member of the Association;

Objects means the objects of the Association specified in Rule 3;

Old Boy means a former student of the School who has attended the School for a minimum of two school terms, or such lesser period as the Committee determines in its absolute discretion;

Ordinary Committee Member means a Committee Member who is not an office holder of the Association under Rule 15(a);

Poll means the process of voting in relation to a matter that is conducted in writing;

Principal means the Principal of the School;

President means the Committee Member elected to the office of president of the Association in accordance with Rule 17 with the powers and duties set out at Rule 18;

Register of Members means the register of members referred to at Rule 13;

Rules means these rules of the Association, as in force for the time being;

School means Christ Church Grammar School in Western Australia;

School Council means the council of the School;

Secretary means the Committee Member elected to the office of secretary of the Association in accordance with Rule 17 with the duties set out at Rule 19;

Special General Meeting means a meeting convened under Rule 27;

Special Resolution is a resolution that is passed by a majority of not less than three-fourths of the Members of the Association who are entitled under the Rules to vote and vote in person or, where proxies or postal votes are allowed by the Rules by proxy or postal vote, at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Rules;

Students means students of the School;

Treasurer means the Committee Member elected to the office of treasurer of the Association in accordance with Rule 17 with the duties set out at Rule 20;

Trustees means in relation to a Fund the trustees of that Fund; and

Vice President means the Committee Member elected to the office of vice president of the Association in accordance with Rule 17.

OBJECTS OF THE ASSOCIATION

3. The principal objects of the Association are to:
 - (a) further the interests of the School and the Association;
 - (b) without limiting the generality of sub-rule (a), to support and foster the School and the activities of the Students including but without limitation to provide both financial and non-financial assistance of any kind towards:
 - (i) facilities for sporting, scientific, educational and cultural development at the School; and
 - (ii) career awareness programmes and employment opportunities for the Students; and
 - (c) encourage social interaction between the Members.

NOT FOR PROFIT BODY

4. (a) The property and income of the Association must be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member of the

Association except in good faith in the promotion of those Objects other than in accordance with sub-rule (c).

- (b) A payment may be made to a Member out of the funds of the Association only if it is authorised under sub-rule (c).
- (c) A payment to a Member out of the funds of the Association is authorised if it is:
 - (i) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business;
 - (ii) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
 - (iii) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
 - (iv) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

POWERS OF THE ASSOCIATION

- 5. The Association may subject to the Act do all things necessary or convenient for carrying out its objects and purpose, and in particular, may:
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money:
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by these Rules;
 - (d) borrow money upon such terms and conditions as the Association thinks fit;

- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Associations on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) act as trustee and accept and hold real and personal property upon trust, but the Association does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or these Rules; and
- (i) pay and provide scholarships, prizes, gifts and donations for the School and students thereof and pay and provide prizes to any sporting body comprised wholly or predominantly of members of the Association.

MEMBERSHIP

6. The categories of membership are:

- (a) Life Members: all Old Boys since the School's foundation who have not ceased to be Members under Rules 11 or 12 and who have become entitled to life membership under Rule 8;
- (b) Associate Members: persons who have been accepted by the Association as Associate Members before 2008;
- (c) Honorary Life Members: persons elected in accordance with Rule 9; and
- (d) Fellows: Life Members elected in accordance with Rule 10;

all of whom are members of the Association.

RIGHTS AND PRIVILEGES OF MEMBERS

7. Associate Members, Honorary Life Members and Fellows are entitled to exercise all of the rights and privileges of Life Members.

LIFE MEMBER

8. (a) An Old Boy becomes a Life Member when he has paid the applicable life membership subscription set under Rule 14, provided that the Committee in its discretion may reject that life membership subscription.
- (b) The Association is to issue to each Life Member a certificate signifying his Life Membership of the Association.

HONORARY LIFE MEMBER

9. (a) The Association may elect any person, living or deceased, other than an Old Boy to become an Honorary Life Member, in accordance with the following provisions of this Rule 9.
- (b) Any Member may nominate such a person for Honorary Life Membership by forwarding his proposal to the Committee stating the reasons why he considers such membership appropriate.
- (c) The Committee is to consider whether to approve such nominations at its meeting in August of each year.
- (d) If the Committee:
 - (i) considers that the nominee has given outstanding service to the School or to the Association, taking into account the duration of such service and such other matters as it considers appropriate; and
 - (ii) by simple majority approves the proposal,

the name of the nominee is to be placed before the next Annual General Meeting where the Association is to approve or reject the proposal.
- (e) An Honorary Life Member is not required to pay any subscription except the minimum fee as prescribed by the Liquor Control Act if applicable.
- (f) The Association is to issue to each Honorary Life Member a certificate signifying the person's Honorary Life Membership of the Association.

FELLOW

10. (a) The Association may elect any Life Member, living or deceased, to become a Fellow, in accordance with the following provisions of this Rule 10.
- (b) Any Member may nominate a Life Member for fellowship by forwarding his proposal to the Committee stating the reasons why he considers such nomination appropriate.
- (c) The Committee is to consider whether to approve such nominations at its meeting in August of each year.
- (d) If the Committee:
- (i) considers that the nominee has given outstanding service to the School or to the Association, taking into account the duration of such service and such other matters as it considers appropriate; and
- (ii) by simple majority approves the proposal;
- the name of the nominee is to be placed before the next Annual General Meeting where the Association is to approve or reject the proposal.
- (e) The Association is to issue to each Fellow a certificate signifying his fellowship of the Association.

WHEN MEMBERSHIP CEASES

11. A Member ceases to be a Member of the Association:
- (a) on his written resignation or death (except that death will not disqualify a Member for eligibility to be elected an Honorary Life Member or Fellow in accordance with Rules 9 and 10); or
- (b) a resolution of the Committee to determine his membership passed in accordance with Rule 12.

EXPULSION

12. The Committee may for any good reason expel any Member of the Association, but that expelled Member will have the right of appeal against expulsion to the Association at the next Annual General Meeting or at a Special General Meeting called for the purpose. The decision of that meeting will be final.

REGISTER OF MEMBERS

13. (a) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Register of Members and record in that register any change in the membership of the Association.
- (b) In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of membership (if applicable) to which each Member belongs and the date on which each Member becomes a Member.
- (c) A Member is responsible for informing the Secretary of any changes to the Member's contact details which are recorded in the Register of Members.
- (d) The Register of Members must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- (e) A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.
- (f) If:
- (i) a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- (ii) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members;

the Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

SUBSCRIPTIONS

14. (a) The Committee at its first meeting after the Annual General Meeting in each year is to review the life membership subscription and may set such new subscription as it deems fit.
- (b) In the event of the Committee setting a new subscription under sub-rule (a), each Member is to be notified of the new subscriptions as soon as practicable after the first Committee Meeting in each year and for this purpose a notice on the Association's website will suffice.
- (c) The Committee has the power to decrease or waive the membership fees of any Old Boy if, in its absolute discretion, it considers it appropriate to do so.

COMMITTEE MEMBERS

15. (a) The Committee Members for the Association consist of:
- (i) the President;
 - (ii) the immediate past President;
 - (iii) two Vice Presidents;
 - (iv) the Secretary;
 - (v) the Treasurer;
 - (vi) at least one and no more than seven Ordinary Committee Members; and
 - (vii) a country representative.
- (b) The Principal is to be an ex officio Member of the Committee with no voting rights.
- (c) The Captain of School or a member of his year group nominated by the Committee is to be an ex officio Member of the Committee with no voting rights from 1 January in the year succeeding the year he left School until the Annual General Meeting of the Association in the year he is serving on the Committee.

- (d) A person may be a Committee Member if the person is:
 - (i) an individual who has reached 18 years of age; and
 - (ii) a Member.
- (e) A person must not hold 2 or more of the offices mentioned in sub-rule (a) at the same time.

MANAGEMENT

- 16. (a) The sole management of the Association is in the hands of the Committee.
- (b) The Committee is to manage the Association in accordance with these Rules and the Act.
- (c) All acts of the Committee are subject to investigation and confirmation or otherwise by the Members at a General Meeting of the Association.
- (d) The Committee may appoint sub-committees of members and may delegate the power to act provided that all such sub-committees are be required to report to and be responsible to the Committee.
- (e) The Committee must develop and maintain a documented strategic plan for achieving the objects of the Association.
- (f) The strategic plan is to be reviewed by the Committee at intervals not exceeding three years.
- (g) The Committee must prepare an annual business plan which is consistent with the vision, mission and strategy statements set out in the strategic plan. The plan must be approved by the Committee at its first meeting each year.
- (h) The President's report to the Annual General Meeting is to contain an account of Committee achievement and performance relative to the business plan.

ELECTION OF COMMITTEE MEMBERS

- 17. (a) A Member becomes a Committee Member if the Member:

- (i) is elected to the Committee at a General Meeting; or
 - (ii) is appointed to the Committee by the Committee to fill a casual vacancy under Rule 25.
- (b) At the Annual General Meeting the Members are to elect the following:
- President
 - Vice Presidents (2)
 - Secretary
 - Treasurer
 - Ordinary Committee Member (at least one and not more than seven)
 - Country Representative
 - Auditor
 - Member of School Council
 - Bursary and/or Scholarship Fund Trustee(s)
- (c) Except as otherwise provided by these Rules nominations for any position may be made either in writing or by verbal proposal at the meeting provided that the nominator of an absent Member must vouch for that absentee's preparedness to take office should he be elected.
- (d) Persons elected at the Annual General Meeting will hold office until the next Annual General Meeting, but should a vacancy occur that vacancy may be filled by the Committee pursuant to Rule 25, the person so appointed holding office for the remainder of the term for which his predecessor was elected or appointed.

PRESIDENT

18. (a) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Committee Meeting and General Meeting.
- (b) The President has the powers and duties relating to convening and presiding at Committee Meetings and presiding at General Meetings provided for in these Rules.
- (c) In the event of the absence from the General Meeting of the President, a Member elected by the other Members present at the General Meeting must preside at the General Meeting.

SECRETARY

19. The Secretary has the following duties:
- (a) dealing with the Association's correspondence;

- (b) consulting with the President regarding the business to be conducted at each Committee Meeting and General Meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another person is authorised by the Committee to do so, maintaining on behalf of the Association the Register of Members;
- (e) unless another person is authorised by the Committee to do so, keeping the Register of Members at the Secretary's place of residence, or at another place determined by the Committee.
- (f) maintaining on behalf of the Association an up-to-date copy of these Rules, as required under section 53(1) of the Act;
- (g) unless another person is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (h) ensuring the safe custody of the Books of the Association, other than the Financial Records, Financial Statements and financial reports, as applicable to the Association;
- (i) maintaining full and accurate minutes of Committee Meetings and General Meetings; and
- (j) carrying out any other duty given to the Secretary under these Rules or by the Committee.

TREASURER

20. The Treasurer has the following duties:

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Committee or at a General Meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's Financial Records, Financial Statements and financial reports, as applicable to the Association;

- (f) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's Financial Statements or financial report under Part 5 Division 5 of the Act; and
- (g) carrying out any other duty given to the Treasurer under these Rules or by the Committee.

INDEMNITY TO COMMITTEE MEMBER

21. (a) The Association must indemnify a Committee Member on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses incurred by the Committee Member as an officer of the Association (including, without limitation, all liabilities incurred where the Committee Member acts as an officer of any other body corporate at the request of the Association and any joint venture company in which the Association has a direct or indirect interest). Subject to these Rules, this indemnity includes, without limitation, a liability for negligence.
- (b) The indemnity in sub-rule (a) is an irrevocable, unconditional, continuing and principal obligation of the Association despite:
- (i) the resignation or removal of the Committee Member as an officer of the Association;
 - (ii) the settlement of any dispute between the Committee Member and the Association or a third party; or
 - (iii) the occurrence of any other thing,
- and remains in full force and effect until released by the Committee Member.
- (c) The Association may enter into a contract of insurance to protect a Committee Member against any liability incurred by a Committee Member as an officer of the Association.

COMMITTEE MEETINGS

22. (a) The Committee must meet not less than six times in each year on the dates and at the times and places determined by the Committee.
- (b) Special Committee Meetings may be convened by the President or any two Committee Members.

- (c) At a Committee Meeting five Committee Members forms a quorum.
- (d) A question arising at a Committee Meeting must be decided by a majority of votes, but, if there is no majority, the Chairperson will have a casting vote in addition to his or her deliberative vote.
- (e) The presence of a Committee Member at a Committee Meeting need not be by attendance in person but may be by that Committee Member and each other Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (f) A Member who participates in a Committee Meeting as allowed under sub-rule (e) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.
- (g) Subject to these Rules, the procedure and order of business to be followed at a Committee Meeting must be determined by the Committee Members present at the Committee Meeting.
- (h) The Committee may determine matters by circular resolution, which matters may be circulated and responded to by email provided that all Committee Members are sent the circular resolution by the President or Secretary at approximately the same time. The passing of a circular resolution requires all Committee Members to agree to the resolution set out in the document in writing. Separate copies of a circular resolution may be used for approval by the Committee if the wording of the resolution and statement is identical in each copy.
- (i) As required under Part 4 Division 2 of the Act, a Committee Member having any material personal interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that material personal interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature of and extent of his or her interest to the Committee; and
 - (ii) not take part in any deliberations or decision of the Committee with respect to that contract.
- (j) Sub-rule (i) does not apply with respect to a material interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.

- (k) The Secretary must cause every disclosure made under sub-rule (i)(i) by a Member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

RESIGNATION

- 23. All the Committee Members must resign at each Annual General Meeting but are eligible for re-election.

REMOVAL OF COMMITTEE

- 24. The Committee may be removed by a vote of the majority at a Special General Meeting called for that purpose and a new Committee may be appointed in its place for the remainder of the old Committee's term.

CASUAL VACANCY

- 25. (a) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:
 - (i) dies or otherwise ceases to be a Member;
 - (ii) resigns from the Committee or is removed from office under these Rules;
 - (iii) becomes ineligible to accept an appointment or act as a Committee Member under section 39 of the Act;
 - (iv) becomes permanently unable to act as a Committee Member because of a mental or physical disability; or
 - (v) fails to attend three consecutive Committee Meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
- (b) A casual vacancy on the Committee may be filled by a Member appointed by the Committee.

ANNUAL GENERAL MEETING

26. (a) The Committee must determine the date, time and place of the Annual General Meeting.
- (b) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's Financial Year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the Financial Year.
- (c) The Chairperson is to declare the meeting open at the appointed time and the following order of business is to be observed where applicable:
- (1) Attendance
 - (2) Apologies
 - (3) Confirmation of Minutes of last General Meeting
 - (4) Business arising out of the Minutes
 - (5) Report of President
 - (6) Report of Treasurer and Accounts
 - (7) Report of Auditor
 - (8) Report of Scholarship Trustees
 - (9) Notice of Motion
 - (10) Election of Committee Members
 - (11) Other Business.
- (d) Any other business of which notice has been given in accordance with these Rules may be conducted at the Annual General Meeting.

SPECIAL GENERAL MEETING

27. (a) The Committee may convene a Special General Meeting.
- (b) The Committee must convene a Special General Meeting if at least 20 Members require a Special General Meeting to be convened.
- (c) The Members requiring a Special General Meeting to be convened must:
- (i) make the requirement by written notice given to the Secretary;
 - (ii) state in the notice the business to be considered at the meeting; and

- (iii) each sign the notice.
- (d) The Special General Meeting must be convened within 28 days after the day that notice is given under sub-rule (c)(i).
- (e) If the Committee does not convene a Special General Meeting within that 28 day period, the Members making the requirement may themselves convene the Special General Meeting.
- (f) A Special General Meeting convened by Members under sub-rule (e):
 - (i) must be held within 3 months after the date the original requirement was made; and
 - (ii) may only consider the business stated in the notice by which the requirement was made.
- (g) The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under sub-rule (e).

NOTICE OF GENERAL MEETINGS

- 28. (a) Subject to sub-rule (c) the Secretary or, in the case of a Special General Meeting convened under these Rules, the Members convening the Meeting, must give to each Member:
 - (i) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a General Meeting in any other case.
- (b) The notice must:
 - (i) specify the date, time and place of the meeting;
 - (ii) indicate the general nature of each item of business to be considered at the meeting;
 - (iii) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Committee; and

- (iv) if a Special Resolution is proposed:
 - (1) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (2) state that the resolution is intended to be proposed as a Special Resolution.
- (c) The Secretary must give a notice under this Rule 28 by:
 - (i) serving it on a Member personally;
 - (ii) in the case of a notice of General Meeting, by publication of a notice on the Association website;
 - (iii) sending it by post to a Member at the address of the Member appearing on the Register of Members; or
 - (iv) sending it to an email address of the Member held by the Association or an email address that the Member has nominated.
- (d) When a notice is sent by post under sub-rule (c)(iii), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
- (e) When a notice is sent by email under sub-rule (c)(iv), sending the notice will be deemed to be properly effected when sent unless the sender receives an automated message that the email has not been delivered.

USE OF TECHNOLOGY TO HOLD GENERAL MEETINGS

- 29. (a) The Association may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (b) Any Member using this technology is taken to be present in person at the meeting.

QUORUM FOR GENERAL MEETINGS

- 30. (a) At a General Meeting 20 Members present in person constitute a quorum.
- (b) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (i) in the case of a Special General Meeting, the meeting lapses; or

(ii) in the case of the Annual General Meeting, the meeting is adjourned to:

(1) the same time and day in the following week; and

(2) the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the meeting is adjourned.

(c) If:

(i) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under sub-rule (b)(ii); and

(ii) at least two Members, who are not Committee Members are present at the meeting;

those Members present are taken to constitute a quorum.

ADJOURNMENT OF GENERAL MEETING

31. (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(b) Without limiting sub-rule (a), a meeting may be adjourned:

(i) if there is insufficient time to deal with the business at hand; or

(ii) to give the Members more time to consider an item of business.

(c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 28.

VOTING AT GENERAL MEETING

32. (a) On any question arising at a General Meeting subject to sub-rule (c), each Member has one vote.

- (b) Except in the case of a Special Resolution, a motion is carried if a majority of the Members present at a General Meeting vote in favour of the motion.
- (c) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (d) If the question is whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that meeting may vote.
- (e) For a person to be eligible to vote at a General Meeting as a Member, the Member:
 - (i) must have been a Member at the time notice of the meeting was given under Rule 28;
 - (ii) must have paid any fee or other money payable to the Association by the Member; and
 - (iii) must not otherwise have been disbarred under these Rules.

PROXIES OF MEMBERS OF THE ASSOCIATION

33. A Member (in this Rule called “Appointing Member”) may appoint in writing another Member who is a natural person to be the proxy of the Appointing Member and to attend, and vote on behalf of the Appointing Member at, any General Meeting.

DETERMINING WHETHER RESOLUTION CARRIED

34. (a) Subject to sub-rule (d), the Chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
- (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost.

- (b) A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution or a Special Resolution of the meeting as the case may be, will be evidence of that fact unless during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (d).
- (c) If the resolution is a Special Resolution, the declaration under sub-rule (b) must identify the resolution as a Special Resolution.
- (d) If a Poll is demanded on any question by the Chairperson of the meeting or by at least three other Members present in person or by proxy:
 - (i) the Poll must be taken at the meeting in the manner determined by the Chairperson; and
 - (ii) the Chairperson must declare the determination of the resolution on the basis of the Poll.
- (e) If a Poll is demanded on the election of the Chairperson or on a question of an adjournment, the Poll must be taken immediately.
- (f) If a Poll is demanded on any other question, the Poll must be taken before the close of the meeting at a time determined by the Chairperson.
- (g) A declaration under sub-rule (b) or (d) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

PROCEDURE AT MEETINGS

35. So as to maintain good order and facilitate the business at meetings, the following rules are to be observed:
- (1) Every Member in giving notice of motion is to read it aloud and give a copy of the motion to the Secretary together with his name and the day proposed for bringing on such motion.
 - (2) No motion entered on the notice paper is to proceed unless the Member who has given such notice or some person authorised by him is present when the business is called in order. Notices not so proceeded with are to be struck out.
 - (3) Any motion not seconded is not to be further debated but will lapse.

- (4) As soon as a debate on a motion is concluded the Chairperson is to put the motion to the meeting in a distinct and audible manner.
- (5) The motion being put is to be resolved in the affirmative or negative on a show of hands or by a poll if so required by two or more Members.
- (6) A motion having been proposed may be amended by excluding, substituting or adding words and such amendment is to be resolved by a majority of votes. Provided, however, the Chairperson is not to accept any amendment which is in effect a direct negative of the motion.
- (7) When an amendment is declared carried it will take the place of the original motion, when a further amendment can be proposed until the motion is decided.

ORDER OF DEBATE

- 36. (a) Any Member desiring to propose a motion or an amendment or of discussing any matter under consideration must arise and address the Chairperson.
- (b) No Member when speaking is to be interrupted unless when called to order, in which case he must sit down and the member so calling to order is to be heard in preference to any other speaker and the Chairperson will then decide without discussion upon the point of order before the subject is resumed or any other subject discussed.
- (c) No Member may speak to any motion after it has been put by the Chairperson and the voting given in the affirmative or negative.
- (d) When two or more Members rise to speak the Chairperson is to call upon the Member, who in his opinion, first rose in his place.
- (e) No Member is to be allowed to speak more than once on any motion or amendment, except strictly in explanation or in contradiction or a mis-statement, except the mover of the original motion who has the right to reply.
- (f) A Member speaking must confine his remarks to the subject under debate and avoid personalities.
- (g) A Member must not use any discourteous language of or concerning any Member whilst in debate.
- (h) Any Member feeling dissatisfied with the decision of the Chairperson may appeal through the Chairperson to the Members present provided the appeal is seconded,

and in such cases the question is as follows – “Does the decision of the Chairperson stand as the judgment of the Association” and this question is to be decided without debate.

SUSPENSION OF PROCEDURE RULES

37. A majority of the Members present at any meeting may suspend any sub-rule of Rules 35 and 36 provided the object of the suspension can not be the rescinding of any resolutions previously adopted.

BANK ACCOUNTS

38. The bankers of the Association are to be that bank or building society as the Committee may from time to time determine. All moneys received by and belonging to the Association are to be paid into the bank, and all moneys paid by the Association are, except as otherwise provided herein, be by cheque drawn in the name of the Association signed by any two of the following: the President, Secretary, Treasurer or any other Committee Member authorised to sign. Any one of the signatories may endorse cheques on behalf of the Association.

SPECIAL FUNDS

39. In case at any time a special fund is created by the Association for a special purpose a separate account is to be opened in the names of the trustees appointed for that purpose by the Committee. The Trustees are subject to the direction of the Committee.

INVESTMENT AND PAYMENTS

40. (a) Funds of the Association may be invested in such investments as may be authorised by the Committee and permitted by law.
- (b) All payments by or on behalf of the Association are to be authorised for payment by the Committee.
- (c) After providing for all expenses and payments considered by the Committee to be necessary or desirable, the balance of the funds of the Association may, be utilised or dealt with in such manner as the Committee may determine for the furtherance of the objects of the Association.

FINANCIAL YEAR

41. The financial year of the Association begins on the first day of September and ends on the last day of August.

ANNUAL ACCOUNTS

42. (a) The Treasurer is to close off the Books of the Association at 31 August in each year and cause a balance sheet and profit and loss to be prepared to that date.
- (b) The audited accounts are to be presented to the Annual General Meeting.

BURSARY AND/OR SCHOLARSHIP FUNDS

43. Rules 43 to 49 relate to Bursary and/or Scholarship Funds.

NAME

44. There is to be a fund or funds to provide bursaries and scholarships for boys. The funds are vested in the Trustees. The names of such funds is to include the words “Christ Church Grammar School Old Boys’ Association” and “Bursary” or “Scholarship”.

OBJECTS AND CONDITIONS

45. The objects and conditions of each Fund is to be set out in a separate trust deed between the Trustees and the Association.

ADMINISTRATION

46. Each such Bursary or Scholarship Fund is to be administered by four Trustees one of whom is to be the President of the Association and the other three are to be Members of the Association who are elected as Trustees at the Annual General Meetings of the Association. One of the elected Trustees is to retire each year but will be eligible for re-election. The order of retirement is to be decided by the Trustees.

OPERATION

47. The operation of each Bursary or Scholarship Fund and selection of the boys will be entirely a matter for the Trustees in all cases and after consultation with the Principal.

CONFIDENTIALITY

48. Any financial information regarding the boys selected or the circumstances of their selection will remain confidential to the Trustees but the Trustees are to submit a summary of the year's operations of each Bursary or Scholarship Fund to the Annual General Meeting of the Association.

FUNDS

49. (a) As the aim of each Bursary or Scholarship Fund is to be self-sufficient, the Trustees are to use their best endeavours to raise funds independent of the Association's subscriptions. When the Trustees require additional funds they are to submit reports to the Committee as funds are anticipated to be required and on approval by the Committee the Committee will be responsible for providing those additional funds before they are committed by the Trustees. The Committee will decide the amount of the Fund from time to time.
- (b) Each Bursary or Scholarship Fund is to be subjected to an annual audit and a report by the Auditor on each Bursary or Scholarship Fund is to be presented to the Annual General Meeting.

ELECTION OF MEMBERS OF SCHOOL COUNCIL

50. Rules 50 to 59 relate to the Association electing members of the School Council.

ELIGIBILITY

51. The Association is entitled to elect three members of the School Council in accordance with Rules 51 to 57. Each member will hold office for a period of 3 years.

COUNCIL'S REQUIREMENTS

52. On or before the first day of July each year the President is to ascertain from the Chairman of School Council which Member sitting on the School Council is to retire at the end of the year. The President is to seek confirmation from the retiring Member as to whether he seeks re-endorsement.

COMMUNICATION OF REQUIREMENTS

53. The President is to report his findings to the Committee.

SHORT LIST OF CANDIDATES

54. At the next Committee Meeting the Committee Members may put forward names and written details of Members who they consider may be possible candidates to sit on the School Council. A short list of names is to be agreed.

AVAILABILITY AND NOMINATION

55. Before the next Committee Meeting the President is to ascertain from each person on the list whether they would be available or otherwise. At the meeting the President is to report who is available and the Committee is to agree upon its nomination to be put forward at the Annual General Meeting. If the name of a Committee Member is on the short list a written poll is to be taken in lieu of a show of hands and that Committee Member is to be entitled to vote.

ELECTION

56. At the Annual General Meeting the Association may endorse the nomination put forward by the Committee and if that Member is elected to sit on the School Council he will take office in January of the next year.

NON-ENDORSEMENT

57. If the Committee's nomination is not endorsed at the Annual General Meeting a Special General Meeting is to be called to consider a further nomination put forward by the Committee.

SHORT LIST OF CANDIDATES TO FILL CASUAL VACANCY

58. In the event of a casual vacancy in the position of a Member sitting on School Council, at the next Committee Meeting the Committee Members may put forward names and written details of Members whom they consider may be possible candidates. A short list of names is to be agreed.

AVAILABILITY AND NOMINATION TO FILL CASUAL VACANCY

59. Before the next Committee Meeting the President is to ascertain from each person on the list whether they would be available or otherwise. At the meeting the President is to report who is available and the Committee will decide who fills the casual vacancy. If the name of a Committee Member is on the short list a written poll is to be taken in lieu of a show of hands and that Committee Member is entitled to vote.

PUBLICATIONS

60. The Committee is to:
- (a) maintain a website containing information about the association in the activities of Old Boys;
 - (b) issue a newsletter by email to members from time to time; and
 - (c) issue, electronically or otherwise, such other publications as the Committee considers appropriate.

SPORTING TEAMS

61. The sanction of the Committee must firstly be obtained in connection with the formation of any Old Boys' sporting teams. The administration of any such teams, including their financial affairs and also the election of office bearers, may be carried out by the team or teams themselves but the Committee has the right to appoint a liaison officer to any team and this officer will have the authority to attend all meetings of the team or teams concerned and take part in those meetings. Provided, however, that the Liaison Officer, in that capacity, is not empowered to engage in the selection of persons for teams and neither the Association nor the Committee will be under any liability for the debts or engagements of any such teams.

COLOURS, ETC.

62. The colours, badges, ties, blazers and logos of the Association will be those as the Committee from time to time decides.

SOCIAL AND SPORTING FUNCTIONS

63. The Committee is to organise and conduct any entertainment and other sporting functions which is from time to time to be decided upon by the Committee.

COMMON SEAL OF THE ASSOCIATION

64. The Association does not have a common seal.

INSPECTION OF RECORDS OF THE ASSOCIATION

65. A Member may at any reasonable time inspect without charge the Books, documents, records and securities of the Association.

DISPUTES AND MEDIATION

66. (a) The grievance procedure set out in these Rules applies to disputes under these Rules between:
- (i) a Member and another Member;
 - (ii) a Member and the Association; or
 - (iii) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
- (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (1) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; and
 - (2) in the case of a dispute between a Member or relevant non-member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (e) A Member of the Association can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.

- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) The mediation must be confidential and without prejudice.
- (k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

QUESTIONS AS TO INTERPRETATION OF THESE RULES

- 67. If any question arises as to the interpretation of these Rules it is to be determined by the Committee and the decision of the Committee is final.

ALTERATION OF RULES

- 68. If the Association wants to alter or rescind any of these Rules, or to make additional rules, the Association may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.

DISSOLUTION

- 69. (a) On application made in writing to the Committee by not less than twenty Members signifying their desire that the Association should be dissolved, a Special General Meeting is to be called to consider the question. At that meeting votes by proxy are to be received and the votes of at least three quarters of the Members voting in person or by proxy is necessary to carry the proposition for dissolution.

- (b) If, after the dissolution of the Association there remain, after the satisfaction of all its debts, liabilities and debentures, any property whatsoever, the same is not to be paid to or distributed among the Members of the Association, but is to be given or transferred:
 - (i) to another association incorporated under the Associations Incorporation Act (1987) with similar purposes which is not carried on for the profit or gain of its individual members;
 - (ii) for charitable purposes; or
 - (iii) otherwise as permitted under the Act;

which association, purpose or as otherwise permitted, is to be determined by resolution of the Members.